

10/15/01

**MAX-TEL COMMUNICATIONS, INC.**

**Account Listing**

October 15, 2001

| Account                              | Type                    |
|--------------------------------------|-------------------------|
| 1000 - FNB-Bridgeport                | Bank                    |
| 1010 - FNB-SAV-610124                | Bank                    |
| 1015 - FNB of Texas-PagerMark        | Bank                    |
| 1025 - FNB-Texas/MAXTEL              | Bank                    |
| 1050 - LEGEND BANK OF ALV...         | Bank                    |
| 1075 - FNB-5902900                   | Bank                    |
| 1100 - Petty Cash                    | Bank                    |
| 0001 - Clearing Account              | Bank                    |
| 1200 - Accounts Receivable           | Accounts Receivable     |
| 1125 - Employee Advances             | Other Current Asset     |
| 1205 - Acct. Rec. Kat's Blankets     | Other Current Asset     |
| 1210- Acct. Rec. MaxeyBolin RE       | Other Current Asset     |
| 1215 - Acct. Rec. Max-Cell           | Other Current Asset     |
| 1220- Acct. Rec. Pager Mark          | Other Current Asset     |
| 1225 - Acct. Rec. Max-Pop            | Other Current Asset     |
| 1230 - Acct. Rec. Z-Page & Cell...   | Other Current Asset     |
| 1235 - Acc. Rec. Salazar-Wilson      | Other Current Asset     |
| 1275- Notes Rec. Stockholders        | Other Current Asset     |
| 1275- Notes Rec. Stockholders:...    | Other Current Asset     |
| 1275- Notes Rec. Stockholders:...    | Other Current Asset     |
| 1290- Investments                    | Other Current Asset     |
| 1290- Investments: 1291 - CD # ...   | Other Current Asset     |
| 1290- Investments: 1292 - CD # ...   | Other Current Asset     |
| 1293 - LAND                          | Other Current Asset     |
| 1499 - Undeposited Funds             | Other Current Asset     |
| 1300 - Building                      | Fixed Asset             |
| 1300 - Building: Depreciation        | Fixed Asset             |
| 1300 - Building: Original Cost       | Fixed Asset             |
| 1400 - Office Furn. & Equip.         | Fixed Asset             |
| 1400 - Office Furn. & Equip.: De...  | Fixed Asset             |
| 1400 - Office Furn. & Equip.: Ori... | Fixed Asset             |
| 1450 - Computer Software             | Fixed Asset             |
| 1500 - Transportation Equip.         | Fixed Asset             |
| 1800 - Accumulated Depreciation      | Fixed Asset             |
| 1250 - CUSTOMER BASE                 | Other Asset             |
| 1294 - Mustang-89737                 | Other Asset             |
| 2000 - Accounts Payable              | Accounts Payable        |
| 2050 - Credit Card Payable           | Credit Card             |
| 2415 - N/P MARY MAXEY #2             | Other Current Liability |
| 2271 - JACKIE MAXEY                  | Other Current Liability |
| 2275 - JackieMaxey#5                 | Other Current Liability |
| 2242 - Kathi Bernreuther NP # 4      | Other Current Liability |
| 2270 - Jackie Maxey/Boyd Lnd.        | Other Current Liability |
| 2268 - N/P MARK#5                    | Other Current Liability |
| 2264 - N/P-K. Bernreuther #3         | Other Current Liability |
| 2266 - N/P J Maxey #4                | Other Current Liability |
| 2410 - N/P-Mark Maxey                | Other Current Liability |
| 2610 - N/P-#89737 Mustang            | Other Current Liability |
| 2100 - Payroll Liabilities           | Other Current Liability |
| 2110 - Insurance Liability           | Other Current Liability |
| 2120 - Wage Garnishments             | Other Current Liability |
| 2200 - Est. Fed. Inc. Tax Payable    | Other Current Liability |
| 2255 - N/P-J Maxey (Mike)            | Other Current Liability |
| 2260 - N/P - Mike Maxey              | Other Current Liability |
| 2265 - N/P - J. Maxey/#3             | Other Current Liability |

**MAX-TEL COMMUNICATIONS, INC.****Account Listing**

October 15, 2001

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| Account                             | Type                    |
|-------------------------------------|-------------------------|
| 2300 · Tax Payable                  | Other Current Liability |
| 2400 · N/P Bank                     | Other Current Liability |
| 2430 · N/P-Rick Maxey #3            | Other Current Liability |
| 2465 · N/P-Mary Maxey-Franklin...   | Other Current Liability |
| 2600 · Moriah                       | Other Current Liability |
| 2464 · N/P # 2 MIKE MAXEY           | Long Term Liability     |
| 2463 · N/P # 1 MIKE MAXEY           | Long Term Liability     |
| 2420 · N/P-OmniAmerican             | Long Term Liability     |
| 2425 · N/P-Franklin note            | Long Term Liability     |
| 2450 · N/P- J.Maxey-BEEPER          | Long Term Liability     |
| 2455 · GALCO/CONC-NP                | Long Term Liability     |
| 2460 · N/P-Rick Maxey#1             | Long Term Liability     |
| 2470 · N/P-Mary Maxey               | Long Term Liability     |
| 2475 · N/P- T.Adams                 | Long Term Liability     |
| 2480 · N/P - Rick Maxey#2           | Long Term Liability     |
| 2485 · N/P - J. Maxey#2             | Long Term Liability     |
| 2490 · N/P-Escalade                 | Long Term Liability     |
| 2800 · Stratton Lease               | Long Term Liability     |
| 2850 · N/P Bank-Long                | Long Term Liability     |
| 2875 · N/P-Craig Bolin              | Long Term Liability     |
| 2900 · N/P Moriah                   | Long Term Liability     |
| 2950 · Company Vehicles             | Long Term Liability     |
| 3000 · Opening Bal Equity           | Equity                  |
| 3900 · Retained Earnings            | Equity                  |
| 4000 · Telecom Services             | Income                  |
| 4100 · Safewire Income              | Income                  |
| 4125 · Fees/Charges                 | Income                  |
| 4150 · Long Distance Service        | Income                  |
| 4200 · Pager Services               | Income                  |
| 4300 · Earned Interest              | Income                  |
| 4400 · Emp. Adv. Reimb.             | Income                  |
| 4500 · Employee phone services      | Income                  |
| 4900 · Returns & Allowances         | Income                  |
| 4950 · Misc. Income                 | Income                  |
| 5000 · COGS - TELECOMM              | Cost of Goods Sold      |
| 5000 · COGS - TELECOMM:50...        | Cost of Goods Sold      |
| 5020 · COGS - PAGERS                | Cost of Goods Sold      |
| 6175 · Health and Safety            | Expense                 |
| 6000 · Accounting                   | Expense                 |
| 6025 · Advertising & Promo          | Expense                 |
| 6050 · Automobile Expense           | Expense                 |
| 6075 · Clothing/Uniforms            | Expense                 |
| 6100 · Bank Charges                 | Expense                 |
| 6125 · Bad debt - write off         | Expense                 |
| 6150 · Commissions                  | Expense                 |
| 6150 · Commissions:6151 · Age...    | Expense                 |
| 6200 · Consulting Fees              | Expense                 |
| 6225 · Contract Services            | Expense                 |
| 6225 · Contract Services:6230 · ... | Expense                 |
| 6250 · Contributions                | Expense                 |
| 6275 · Computer Network Subs.       | Expense                 |
| 6276 · Computer Supplies & Exp.     | Expense                 |
| 6300 · Depreciation Expense         | Expense                 |
| 6325 · DSI Service                  | Expense                 |
| 6500 · Dues, Fees, & Permits        | Expense                 |

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**MAX-TEL COMMUNICATIONS, INC.**

**Account Listing**

October 15, 2001

| Account                            | Type    |
|------------------------------------|---------|
| 6500 · Dues, Fees, & Permits:6...  | Expense |
| 6500 · Dues, Fees, & Permits:6...  | Expense |
| 6500 · Dues, Fees, & Permits:6...  | Expense |
| 6500 · Dues, Fees, & Permits:6...  | Expense |
| 6500 · Dues, Fees, & Permits:6...  | Expense |
| 6800 · Insurance                   | Expense |
| 6800 · Insurance:6801 · Health/... | Expense |
| 6800 · Insurance:6802 · Dental     | Expense |
| 6825 · Interest Expense            | Expense |
| 7000 · Legal Fees                  | Expense |
| 7050 · Licenses and Permits        | Expense |
| 7100 · Miscellaneous               | Expense |
| 7300 · Office Expense              | Expense |
| 7400 · Payroll - Wages             | Expense |
| 7425 · Payroll - Officer Salary    | Expense |
| 7450 · Postage & Delivery          | Expense |
| 7475 · Printing & Reproduction     | Expense |
| 7490 · Professional Fees           | Expense |
| 7525 · Rent & Lease                | Expense |
| 7550 · Repair & Maintenance        | Expense |
| 7550 · Repair & Maintenance:75...  | Expense |
| 7550 · Repair & Maintenance:75...  | Expense |
| 7550 · Repair & Maintenance:75...  | Expense |
| 7825 · Supplies                    | Expense |
| 7900 · Taxes                       | Expense |
| 7900 · Taxes:7901 · Public Serv... | Expense |
| 7900 · Taxes:7905 · Fed. Inc. Tax  | Expense |
| 7900 · Taxes:7910 · Payroll        | Expense |
| 7900 · Taxes:7915 · Penalty and... | Expense |
| 7900 · Taxes:7920 · Sales          | Expense |
| 7900 · Taxes:7930 · Other          | Expense |
| 7900 · Taxes:7935 · Exise          | Expense |
| 7900 · Taxes:7940 · Franchise      | Expense |
| 7900 · Taxes:7945 · Corp. State... | Expense |
| 7925 · Travel, Meals, Entertain... | Expense |
| 7925 · Travel, Meals, Entertain... | Expense |
| 7925 · Travel, Meals, Entertain... | Expense |
| 7925 · Travel, Meals, Entertain... | Expense |
| 7950 · Telephone & Pager           | Expense |
| 7975 · Training and Seminars       | Expense |
| 8000 · Utilities                   | Expense |
| 6560 · Payroll Expenses            | Expense |
| 6560 · Payroll Expenses:6561 · ... | Expense |
| 6999 · Uncategorized Expenses      | Expense |
| 7410 · Bonuses                     | Expense |

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## MAX-TEL COMMUNICATIONS, INC.

## Balance Sheet

As of December 31, 2000

Dec 31, '00

## ASSETS

## Current Assets

## Checking/Savings

|                                |             |
|--------------------------------|-------------|
| 1000 - FNB-Bridgeport          | -116,902.68 |
| 1005 - Employee Activities     | 123.76      |
| 1010 - FNB-SAVINGS             | 47.98       |
| 1015 - FNB of Texas-PagerMark  | 2,447.64    |
| 1020 - Bank of America-Savings | 37,918.78   |
| 1025 - FNB-Texas/MAXTEL        | 61,381.93   |
| 1050 - FNB-Bowie               | 10.57       |
| 1075 - FNB-5902900             | 572.57      |
| 1100 - Petty Cash              | 200.00      |

Total Checking/Savings -14,199.45

## Other Current Assets

|  |            |
|--|------------|
| 1125 - Employee Advances               | 15,775.00  |
| 1205 - Acct. Rec. Kat's Blankets       | 1,900.33   |
| 1210 - Acct. Rec. MaxeyBolin RE        | 488,866.90 |
| 1215 - Acct. Rec. Max-Cell             | 10,854.01  |
| 1220 - Acct. Rec. Pager Mark           | 71,184.38  |
| 1225 - Acct. Rec. Max-Pop              | 33,073.09  |
| 1230 - Acct. Rec. Z-Page & Cellular    | 4,385.34   |
| 1235 - Acc. Rec. Salazar-Wilson        | 506.31     |
| 1275 - Notes Rec. Stockholders         |            |
| BOLIN                                  | 538,421.81 |
| MAXEY                                  | 625,369.95 |
| 1275 - Notes Rec. Stockholders - Other | 11,526.00  |

Total 1275 - Notes Rec. Stockholders 1,175,317.76

## 1290 - Investments

|                            |          |
|----------------------------|----------|
| 1291 - CD # 2118           | 5,332.17 |
| 1292 - CD # 3027           | 2,631.62 |
| 1290 - Investments - Other | 5,000.00 |

Total 1290 - Investments 12,963.79

1293 - LAND 5,000.00

Total Other Current Assets 1,819,826.91

Total Current Assets 1,805,627.46

## Fixed Assets

|                                      |            |
|--------------------------------------|------------|
| 1300 - Building                      | 85,341.00  |
| 1400 - Office Furn. & Equip.         |            |
| Original Cost                        | 75,205.04  |
| 1400 - Office Furn. & Equip. - Other | 288,586.45 |

Total 1400 - Office Furn. & Equip. 363,791.49

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## MAX-TEL COMMUNICATIONS, INC.

## Balance Sheet

As of December 31, 2000

|                                      | Dec 31, '00         |
|--------------------------------------|---------------------|
| 1450 · Computer Software             | 149,645.97          |
| 1500 · Transportation Equip.         | 202,334.30          |
| Total Fixed Assets                   | 801,112.76          |
| <b>TOTAL ASSETS</b>                  | <b>2,606,740.22</b> |
| <b>LIABILITIES &amp; EQUITY</b>      |                     |
| Liabilities                          |                     |
| Current Liabilities                  |                     |
| Accounts Payable                     |                     |
| 2000 · Accounts Payable              | 50,143.02           |
| Total Accounts Payable               | 50,143.02           |
| Credit Cards                         |                     |
| 2050 · Credit Card Payable           | 4,760.41            |
| Total Credit Cards                   | 4,760.41            |
| Other Current Liabilities            |                     |
| 2100 · Payroll Liabilities           | -3,352.08           |
| 2110 · Insurance Liability           | 1,224.98            |
| 2120 · Wage Garnishments             | 328.93              |
| 2255 · N/P-J Maxey (Mike)            | 3,000.00            |
| 2260 · N/P - Mike Maxey              | 18,000.00           |
| 2400 · N/P Bank                      | 76,095.30           |
| 2430 · N/P-Rick Maxey #3             | 13,250.00           |
| 2465 · N/P-Mary Maxey-Franklin Bldg. | 50,000.00           |
| 2600 · Moriah                        | 2,338.36            |
| Total Other Current Liabilities      | 160,885.49          |
| Total Current Liabilities            | 215,788.92          |
| Long Term Liabilities                |                     |
| 2420 · N/P-OmniAmerican              | -730.43             |
| 2425 · N/P-Franklin note             | 7,500.00            |
| 2450 · N/P- J.Maxey                  | 96,000.00           |
| 2455 · GALCO/CONC-NP                 | 15,547.08           |
| 2460 · N/P-Rick Maxey#1              | 16,351.37           |
| 2470 · N/P-Mary Maxey                | 11,000.00           |
| 2475 · N/P- T.Adams                  | -88.25              |
| 2480 · N/P - Rick Maxey#2            | 91,779.16           |
| 2485 · N/P - J. Maxey#2              | 100,000.00          |
| 2490 · N/P-Escalade                  | 58,783.55           |
| 2850 · N/P Bank-Long                 | 55,179.99           |
| 2875 · N/P-Craig Bolin               | 140,403.01          |
| 2900 · N/P Moriah                    | -1,693.76           |
| 2950 · Company Vehicles              | 5,244.58            |
| Total Long Term Liabilities          | 595,276.30          |
| Total Liabilities                    | 811,065.22          |

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**MAX-TEL COMMUNICATIONS, INC.**

**Balance Sheet**

**As of December 31, 2000**

|                                       | <u>Dec 31, '00</u>         |
|---------------------------------------|----------------------------|
| Equity                                |                            |
| 3000 - Opening Bal Equity             | -217,394.89                |
| 3900 - Retained Earnings              | 896,602.48                 |
| Net Income                            | <u>1,116,467.41</u>        |
| Total Equity                          | <u>1,795,675.00</u>        |
| <b>TOTAL LIABILITIES &amp; EQUITY</b> | <b><u>2,606,740.22</u></b> |

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**MAX-TEL COMMUNICATIONS, INC.****Profit & Loss**

January through December 2000

|   | Jan - Dec '00        |
|---|----------------------|
| <b>Income</b>                                 |                      |
| 4000 · Telecom Services                       | 11,526,917.64        |
| 4200 · Pager Services                         | 72,705.00            |
| 4300 · Earned Interest                        | 333.31               |
| 4400 · Emp. Adv. Reimb.                       | 5,784.00             |
| 4500 · Employee phone services                | 7,308.42             |
| 4900 · Returns & Allowances                   | -84,790.96           |
| 4950 · Misc. Income                           | -1,103.00            |
| <b>Total Income</b>                           | <b>11,527,154.41</b> |
| <b>Cost of Goods Sold</b>                     |                      |
| 5000 · COGS - TELECOMM                        |                      |
| 5010 · COGS - Safewire                        | 54.48                |
| 5000 · COGS - TELECOMM - Other                | 6,529,665.42         |
| <b>Total 5000 · COGS - TELECOMM</b>           | <b>6,529,719.90</b>  |
| 5020 · COGS - PAGERS                          | 118,230.73           |
| <b>Total COGS</b>                             | <b>6,647,950.63</b>  |
| <b>Gross Profit</b>                           | <b>4,879,203.78</b>  |
| <b>Expense</b>                                |                      |
| 6175 · Health and Safety                      | 69.00                |
| 6000 · Accounting                             | 8,624.38             |
| 6025 · Advertising & Promo                    | 519,455.61           |
| 6050 · Automobile Expense                     | 20,436.46            |
| 6075 · Clothing/Uniforms                      | 1,623.91             |
| 6100 · Bank Charges                           | 1,623.76             |
| 6150 · Commissions                            |                      |
| 6151 · Agent Program                          | 1,265.18             |
| 6150 · Commissions - Other                    | 17,656.61            |
| <b>Total 6150 · Commissions</b>               | <b>18,921.79</b>     |
| 6200 · Consulting Fees                        | 202,188.56           |
| 6225 · Contract Services                      |                      |
| 6230 · Safewire - Service repair cost         | 25,225.95            |
| 6225 · Contract Services - Other              | 49,125.19            |
| <b>Total 6225 · Contract Services</b>         | <b>74,351.14</b>     |
| 6250 · Contributions                          | 4,708.22             |
| 6275 · Computer Network Subs.                 | 38,263.09            |
| 6276 · Computer Supplies & Exp.               | 16,015.93            |
| 6500 · Dues, Fees, & Permits                  |                      |
| 6502 · Registered Agents                      | 888.00               |
| 6503 · Universal Access Fund Surcharge        | 21,053.29            |
| 6504 · Utilities Assessments                  | 26,292.19            |
| 6505 · Surcharge remittance                   | 1,721.92             |
| 6500 · Dues, Fees, & Permits - Other          | 16,508.73            |
| <b>Total 6500 · Dues, Fees, &amp; Permits</b> | <b>66,464.13</b>     |

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**MAX-TEL COMMUNICATIONS, INC.****Profit & Loss**

January through December 2000

|  | <u>Jan - Dec '00</u> |
|--|----------------------|
| <b>6800 · Insurance</b>                          |                      |
| 6801 · Health/Life                               | 34,093.85            |
| 6802 · Dental                                    | 6,570.74             |
| 6800 · Insurance - Other                         | <u>24,248.42</u>     |
| <b>Total 6800 · Insurance</b>                    | 64,913.01            |
| <b>6825 · Interest Expense</b>                   | 52,711.73            |
| <b>7000 · Legal Fees</b>                         | 44,251.40            |
| <b>7050 · Licenses and Permits</b>               | 1,227.30             |
| <b>7100 · Miscellaneous</b>                      | 11,243.87            |
| <b>7300 · Office Expense</b>                     | 36,821.95            |
| <b>7400 · Payroll - Wages</b>                    | 1,551,183.09         |
| <b>7450 · Postage &amp; Delivery</b>             | 54,890.63            |
| <b>7475 · Printing &amp; Reproduction</b>        | 7,693.20             |
| <b>7490 · Professional Fees</b>                  | 16,481.65            |
| <b>7525 · Rent &amp; Lease</b>                   | 33,503.25            |
| <b>7550 · Repair &amp; Maintenance</b>           |                      |
| 7551 · Equipment                                 | 5,225.99             |
| 7552 · Building                                  | 86,079.65            |
| 7553 · Vehicle                                   | 16,137.13            |
| 7550 · Repair & Maintenance - Other              | <u>28,037.13</u>     |
| <b>Total 7550 · Repair &amp; Maintenance</b>     | 135,479.90           |
| <b>7825 · Supplies</b>                           | 15,151.44            |
| <b>7900 · Taxes</b>                              |                      |
| 7901 · Public Service                            | 2,452.12             |
| 7905 · Fed. Inc. Tax                             | 10,516.00            |
| 7910 · Payroll                                   | 22,670.26            |
| 7915 · Penalty and Interest                      | 21,797.91            |
| 7920 · Sales                                     | 109,015.86           |
| 7930 · Other                                     | 3,542.51             |
| 7935 · Exise                                     | 85,716.69            |
| 7940 · Franchise                                 | 1,827.67             |
| 7945 · Corp. State Tax Return                    | 639.27               |
| 7900 · Taxes - Other                             | <u>70,816.94</u>     |
| <b>Total 7900 · Taxes</b>                        | 328,995.23           |
| <b>7925 · Travel, Meals, Entertainment</b>       |                      |
| 7926 · Meals                                     | 6,727.60             |
| 7927 · Entertainment                             | 3,743.29             |
| 7928 · Travel                                    | 19,346.24            |
| 7925 · Travel, Meals, Entertainment - Other      | <u>66,236.16</u>     |
| <b>Total 7925 · Travel, Meals, Entertainment</b> | 96,053.29            |
| <b>7950 · Telephone &amp; Pager</b>              | 107,867.18           |
| <b>7975 · Training and Seminars</b>              | 13,750.32            |
| <b>8000 · Utilities</b>                          | 22,776.29            |

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**MAX-TEL COMMUNICATIONS, INC.**

**Profit & Loss**

January through December 2000

|  | <u>Jan - Dec '00</u>       |
|--|----------------------------|
| <b>6560 · Payroll Expenses</b>         |                            |
| <b>6561 · Additional Salary</b>        | 64,240.00                  |
| <b>6560 · Payroll Expenses - Other</b> | <u>122,184.67</u>          |
| <b>Total 6560 · Payroll Expenses</b>   | 186,424.67                 |
| <b>6999 · Uncategorized Expenses</b>   | 7,879.99                   |
| <b>7410 · Bonuses</b>                  | <u>691.00</u>              |
| <b>Total Expense</b>                   | <u>3,762,736.37</u>        |
| <b>Net Income</b>                      | <u><u>1,116,467.41</u></u> |

CONTACT LIST:

- A) RICK DAVIS  
REGULATORY ADMIN.  
940-427-4068
- B) MARK MAXEY  
PRESIDENT  
940-427-2922
- C) RHONDA GREER  
CUSTOMER SERVICE MANAGER  
1-800-583-2289
- D) RANDY MOORE  
IT DEPARTMENT  
940-427-2922
- E) RICK DAVIS  
REGULATORY  
940-427-4068
- F) AMMY BOYKINS  
REGULATORY ASSIT.  
940-427-8067
- G) MARK MAXEY  
PRESIDENT  
940-427-2922



# The State of Texas

## SECRETARY OF STATE

### CERTIFICATE OF INCORPORATION OF MAX-TEL COMMUNICATIONS, INC. CHARTER NUMBER 1427519

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: January 10, 1997  
Effective: January 10, 1997



  
\_\_\_\_\_  
Antonio O. Garza, Jr.  
Secretary of State

DCB

JAN 10 1997

Corporations Section

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**ARTICLES OF INCORPORATION  
OF  
MAX-TEL COMMUNICATIONS, INC.  
(A Close Corporation)**

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**ARTICLE ONE**

The name of the Corporation is MAX-TEL COMMUNICATIONS, INC.

**ARTICLE TWO**

The period of its duration is perpetual.

**ARTICLE THREE**

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000). The shares shall have a par value of One Dollar (\$1.00).

**ARTICLE FIVE**

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

#### ARTICLE SIX

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Mark Maxey  
102 West Franklin  
Alvord, Texas 76225

#### ARTICLE SEVEN

The number of initial Directors is two. The names and addresses of the initial directors are:

Mark Maxey  
102 West Franklin  
Alvord, Texas 76225

Craig Bolin  
102 West Franklin  
Alvord, Texas 76225

#### ARTICLE EIGHT

This Corporation is a close corporation.

#### ARTICLE NINE

The name and address of the Incorporator is:

Marilyn S. Hershman  
408 W. 17th Street, Suite 101  
Austin, Texas 78701-1207  
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 10th day of January, 1997.

Marilyn S. Hershman  
Marilyn S. Hershman, Incorporator



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

GEORGE H. RYAN  
SECRETARY OF STATE

APRIL 17, 1998

5990-787-5

MAX TEL COMMUNICATIONS  
POB 280  
ALVORD TX 76225

RE MAX-TEL COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

GEORGE H. RYAN  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

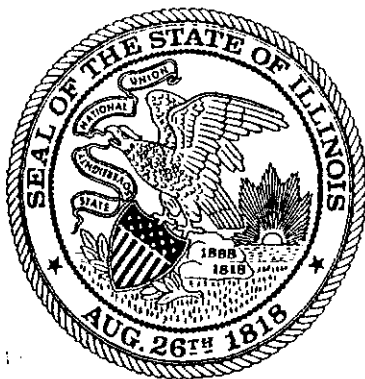
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State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
MAX-TEL COMMUNICATIONS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS HAS BEEN FILED IN  
THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 17TH day of APRIL A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



*George H Ryan*

Secretary of State

BCA-13.15

Rev. Jan. 1995 )

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

APR 17 1998

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 4-17-98

License Fee \$  
Franchise Tax \$ 27.27  
Filing Fee \$ 75.00  
Penalties \$  
Approved: 4/17 102.2

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: MAX-TEL COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: TEXAS

(b) Date of Incorporation: January 10, 1997

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

105 N. WICKHAM

P.O. BOX 280

ALVORD, TX 76225

( NONE )

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT Corporation System

First Name

Middle Name

Last Name

Registered Office 208 South LaSalle Street

Number

Street

Suite #

Chicago, Illinois

60604

Cooke County

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation) FLORIDA, TEXAS, ARKANSAS, KANSAS, MISSOURI, MONTANA, OREGON, OKLAHOMA, LOUISIANA

6. Names and residential addresses of officers and directors:

|           | Name        | No. & Street     | City    | State | Zip   |
|-----------|-------------|------------------|---------|-------|-------|
| President | MARK MAXEY  | 710 W. STATE ST. | ALVORD, | TX    | 76225 |
| Secretary | CRAIG BOLIN | County Road 1480 | CHICO,  | TX    | 76431 |
| Director  | MARK MAXEY  | 105 N. WICKHAM   | ALVORD, | TX    | 76225 |
| Director  | CRAIG BOLIN | 105 N. WICKHAM   | ALVORD, | TX    | 76225 |
| Director  |             |                  |         |       |       |

If more than 3, attach list

Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

**Resell of Telecommunications services (CLEC)**

8. Authorized and issued shares:

| Class | Series | Par Value | Number of Shares<br>Authorized | Number of Shares<br>Issued |
|-------|--------|-----------|--------------------------------|----------------------------|
| C     |        | 1.00      | 10,000                         | 2,000                      |
|       |        |           |                                |                            |
|       |        |           |                                |                            |

9. Paid-in Capital: \$ 200,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: **1997** \$ 200,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ ( -0- ) none
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 200,000.00

11. Interrogatories: (Important - this section must be completed.)

- Max-Tel Communications, Inc.**
- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: **P.O. Box 280**
- (b) Number of shares of all classes owned by residents of Illinois: **NONE** **Alvord, TX 76009**
- (c) Number of shares of all classes owned by non-residents of Illinois: **2,000.00**
- (d) Is the corporation transacting business in this state at this time? **NO**
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: **N/A**

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated. **YES**

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated January 26, 19 98 **MAX-TEL COMMUNICATIONS, INCORPORATED**  
(Exact Name of Corporation)

attested by Karen Adams by Mark Maxey  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

**KAREN ADAMS, Assistant Sec.**  
(Type or Print Name and Title)

**MARK MAXEY, PRESIDENT**  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**MAX-TEL**  
**Communications, Inc.**  
P.O. Box 280 - Alvord, TX 76225  
800-563-2289

☐ Check here for address correction  
and make changes in the space available below

| EZ Pay Bill     |              | Amount Due  |
|-----------------|--------------|-------------|
| Payment By      | Print Date   |             |
| 2001-10-09      | 2001-10-16   |             |
| Account No.     | Phone No.    | 46.85       |
| 216204          | 840-872-9891 | Amount Paid |
|                 |              |             |
| Card No. _____  |              | Exp. _____  |
| Signature _____ |              |             |

712 Cooper St  
Bowie, TX 76230-4305



**Max-Tel Communications Inc.**

P.O. Box 280  
Alvord, TX 76225-0280



Payment options include MONEY ORDER, CASHIER'S CHECK, OR MAJOR CREDIT CARD.  
Payment is due on the date shown. Service will be subject to suspension at 3 P.M. C.S.T. 7 days from the due date.  
Please allow 5 days for U.S. Mail. When using MoneyGram, please use account code # 1410.

|                    |         |
|--------------------|---------|
| Account No. 216204 | Summary |
|--------------------|---------|

|                          |              |
|--------------------------|--------------|
| Print Date               | 2001-10-16   |
| Phone No.                | 840-872-9891 |
| Payment Due Date         | 2001-10-09   |
| Previous Balance         | 0.00         |
| Payments and Adjustments | -88.71       |
| Current Activity Charges | 46.85        |
| Total Amount Due         | 46.85        |

|               |          |
|---------------|----------|
| Customer Name | Page No. |
|---------------|----------|

*Want more from your phone service?*

**ADD A FEATURE!!**

\*see store near you for details

Caller ID  
Call Waiting  
Call Return  
Auto Redial  
Call Forwarding



Customer Service/Billing Inquiries:  
**(800)563-2289**  
**Max-Tel Communications Inc.**  
P.O. Box 280 Alvord, TX 76225-0280

**GOD BLESS AMERICA. UNITED WE STAND.**

Amount

|              |       |
|--------------|-------|
| Safe Wire    | 5.95  |
| Basic Charge | 39.99 |
| State Tax    | 0.07  |
| Local Tax    | 0.84  |



**ABSOLUTELY NO PERSONAL CHECKS ACCEPTED.**

Thank you for choosing Max-Tel Communications, Inc.

810132

**TOTAL DUE: 46.85**